

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(Eastern Division)

|                            |   |                         |
|----------------------------|---|-------------------------|
| In re:                     | ) |                         |
|                            | ) |                         |
| WOMEN'S APPAREL GROUP, LLC | ) | Chapter 11              |
|                            | ) | Case No. 11-16217 (JNF) |
| Debtor.                    | ) |                         |
|                            | ) |                         |

**DEBTOR'S MOTION TO  
CONTINUE HEARINGS AND RESET DEADLINE  
AT WHICH CREDITORS' COMMITTEE MAY FILE OBJECTIONS**

*(Emergency Determination Requested)*

**To the Honorable Joan N. Feeney, United States Bankruptcy Judge:**

Debtor Women's Apparel Group, LLC (the "Debtor"), with the support of the Official Committee of Unsecured Creditors' (the "Creditors' Committee"), and upon hearing no objections by the United States Trustee, hereby respectfully requests that the five motion hearings listed below, presently scheduled for Monday, August 8, 2011 at 10:15 a.m., be continued until **August 10, 2011** or as soon thereafter as the parties may be heard.

- Hearing on Motion filed by Debtor Women's Apparel Group LLC for (I) Authorization to (A) Obtain Secured Post-Petition Financing Pursuant to 11 U.S.C. Sec. 105,361,362, and 364(c) and (d); (B) Grant Security Interests, Superpriority Claims and Adequate Protection; and (C) Use Cash Collateral (Docket # 83);
- Hearing on Application filed by Debtor Women's Apparel Group LLC for an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014 Authorizing the Debtor to Retain and Employ Financo, Inc. as Investment Banker for the Debtor, *Nunc Pro Tunc* to the Petition Date, and Waiving Certain Requirements of MLBR 2016-1 (Docket # 124);
- Hearing on Motion filed by Debtor Women's Apparel Group LLC Requesting (I) Approval of (A) Asset Purchase Agreement and Authorizing the Sale of Substantially All of the Debtor's Assets Outside the Ordinary Course of Business, Free and Clear of All Liens, Claims, Interests and Encumbrances, and Subject to Competing Offers; and (B) Bid and Auction Procedures; and (II) Related Relief. (The Motion to Approve Bidding

and Auction Procedures only are being heard at this hearing) (Docket # 125).

- Hearing on Debtor's Motion to Assume Executory Merchant Agreement with Paymentech LLC and to Enter Stipulation and Order Between Paymentech LLC, Women's Apparel Group, LLC, and Distinctive Apparel, Inc. in Connection with Assumption and Assignment of Merchant Agreement (Docket # 142).
- Hearing on Application filed by Debtor in Possession Women's Apparel Group LLC for Entry of an Order Authorizing the Employment and Retention of Nutter, McClennen & Fish LLP as General Bankruptcy Counsel For The Debtor *Nunc Pro Tunc* To The Petition Date (Docket No. 194.)

The Debtor also respectfully requests that the Court reset the deadline for any and all objections to these motions by the Creditors' Committee to the time of the hearings scheduled by the Court pursuant to this motion. In support of this motion, the Debtor states as follows:

1. The Creditors' Committee was appointed July 20, 2011.
2. On July 22, 2011, the Debtor, at the request and with the support of the Creditors' Committee, moved to continue the above listed motion hearings to August 8, 2011 and to extend the deadline upon which objections were due from the Creditors' Committee to August 3, 2011 (Docket # 132). The Court granted that motion on July 25, 2011 (Docket # 140).
3. On August 1, 2011, the Debtor, at the request and with the support of the Creditors' Committee, moved to continue the deadline upon which objections were due from the Creditors' Committee to August 4, 2011. (Docket # 187). The Court granted that motion on the same date. (Docket # 188).
4. Since July 22, 2011, the Debtor, the Creditors' Committee, and DAI (the DIP Lender) have engaged in good faith discussions to resolve outstanding issues related to the motions set for hearing on August 8, 2011. The Creditors' Committee, the Debtor and DAI have made substantial progress in their negotiations. However, and notwithstanding the Creditors' Committee's August 4, 2011 filing (Docket # 201), the Debtor, the Creditors' Committee, and

DAI need some additional time to conduct some further due diligence in connection with any settlement that would be subject to definitive documentation and Court approval. Continuing the hearings and extending the deadlines to object, as requested herein, should facilitate settlement discussions, reduce the need for litigation and decrease expenses to the Estate.

5. The Creditors' Committee agrees that in no event shall the Debtor and/or DAI, having agreed to allow for an extension of time to respond to the motions, and as a result having agreed to a continuance of the hearing on the motions, be grounds for extending the Sale Hearing beyond the week of August 29, 2011. In fact, the Creditors' Committee, having taken advantage of the extension of the current objection deadlines referenced above agree to consent to the request of the Debtor and/or DAI for a shortened notice period in connection with a Sale Hearing should the Sale Hearing date require something other than "regular" notice as set forth in the Federal Rules of Bankruptcy Procedure and MLBR (including notice on an expedited or emergency basis) as a result of the above-requested continuances. The Creditors' Committee and DAI, through their respective counsel, agree with and acknowledge this motion.

6. The U.S. Trustee was consulted as well and does not oppose this motion.

**EMERGENCY DETERMINATION REQUESTED**

7. The Debtor requests that the Court grant the Motion without further notice or hearing.

8. The five motion hearings that the Debtor seeks to continue, Docket Nos. 83, 124, 125, 142, and 194 are set for August 8, 2011.

9. Absent the expedited relief sought in this motion, the Creditors' Committee would not have adequate time to discuss resolving the motions with the Debtor and DAI. This could cause irreparable harm to the Estate.

**NOTICE**

The Debtor has or will serve this Motion on the Office of the United States Trustee, the Creditor's Committee, and all parties who have filed a notice of appearance in this case. The Debtor submits that such service provides sufficient notice in light of the nature of the relief requested and requests that the Court approve such notice.

WHEREFORE, the Debtor respectfully requests that the Court enter an order (i) continuing the five motion hearings (Docket Nos. 83, 124, 125, 142 and 194) from August 8, 2011 until **August 10, 2011** or as soon thereafter as the parties may be heard and (ii) resetting the deadline for the Creditors' Committee to file objections, if any, to the motions set for hearing to the time of the hearings scheduled by the Court pursuant to this motion.

Dated: August 5, 2011

Respectfully submitted,

WOMEN'S APPAREL GROUP, INC.,  
Debtor

By proposed counsel to Debtor and Debtor-in-Possession,

/s/ Richard S. Rosenstein  
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|                            | ) |                         |

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on this 5th day of August, 2011, a copy of the foregoing document filed by Richard Rosenstein, Esq. and the law firm of Nutter, McClennen & Fish, LLP in the captioned matter was served either by ECF upon the parties on the attached service list (for registered participants as identified on the Notice of Electronic Filing (NEF)) or e-mail (for non-registered participants).

/s/ Richard S. Rosenstein

Dated: August 5, 2011

## **SERVICE LIST**

### **U.S. Trustee**

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